

ACTIVISION INC /NY
Form 4
June 03, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VRABECK KATHY P

(Last) (First) (Middle)

C/O ACTIVISION, INC., 3100
OCEAN PARK BOULEVARD

(Street)

SANTA MONICA, CA 90405

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTIVISION INC /NY [ATVI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President-Activision Publish'g

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.000001 per share	06/01/2005		M		35,000	A	\$ 7.445
					46,386	D	(1)
Common Stock, par value \$0.000001 per share	06/01/2005		M		60,000	A	\$ 7.445
					106,386	D	(1)
Common Stock, par value \$0.000001 per share	06/01/2005		M		15,000	A	\$ 7.445
					121,386	D	(1)

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value \$.000001 per share Common Stock, par value	06/01/2005	M	75,000	A	\$ 7.2734	196,386	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	27,500	A	\$ 4.8434	223,886	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	24,998	A	\$ 4.8434	248,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	30,000	A	\$ 4.8434	278,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	5,000	D	\$ 15.77	273,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	5,000	D	\$ 15.76	268,884	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	S	257,498	D	\$ 15.75	11,386	D <u>(1)</u>
\$.000001 per share Common Stock, par value	06/01/2005	M	105,000	A	\$ 9.2033	116,386	D <u>(1)</u>
Common Stock, par value	06/01/2005	S	60,000	D	\$ 15.92	56,386	D <u>(1)</u>

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\$.000001
per share

Common
Stock, par
value

06/01/2005 S 10,000 D \$ 15.89 46,386 D (1)

\$.000001
per share

Common
Stock, par
value

06/01/2005 S 35,000 D \$ 15.85 11,386 (2) D (1)

\$.000001
per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F. Der. Sec. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 7.445	06/01/2005		M	0	<u>(3)</u> 11/06/2013	Common Stock	35,000	
Employee Stock Options	\$ 7.445	06/01/2005		M	0	<u>(4)</u> 11/06/2013	Common Stock	60,000	
Employee Stock Options	\$ 7.445	06/01/2005		M	0	<u>(5)</u> 11/06/2013	Common Stock	15,000	
Employee Stock Options	\$ 7.2734	06/01/2005		M	0	<u>(6)</u> 10/12/2012	Common Stock	75,000	
	\$ 4.8434	06/01/2005		M	0	<u>(7)</u> 03/20/2013		27,500	

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- (9) The original options granted provided that such options would vest in five equal annual installments beginning on April 1, 2004.
- (10) The option vested in four equal semi-annual installments beginning on October 1, 2002.

Remarks:

George L. Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Kathy P. Vrabeck.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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